PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, ACS
Company Secretary

496/4, II Floor, 10th Cross
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parameshwar.g.bhat@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. V Ranganathan
Chairman of the
Twenty First Annual General Meeting
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross, Peenya Industrial Area
Peenya I Stage
Bangalore -560 058

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (ACS No 25167, CP No 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot at the 21st Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Twenty First Annual General Meeting of the Members of the Company held on 29th September, 2015. My responsibility as Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 21st Annual General Meeting of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy) the agency engaged by the Company to provide remote e-voting facility for voting through electronic means.

Parameshwar G. Bhat . Company Secretary
ACS - 25167
CP -11004
Bangalore

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for four (4) days from 25th September, 2015 (9.00 A.M. IST) till 28th September, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding equity shares as on the "cut-off date" i.e. 22nd September, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 21st Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot papers which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent Karvy. The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 28th September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 29th September, 2015, in the presence of Mr. Ganesh Hegde and Mr. Ganapati Hegde, who acted as witnesses as prescribed under sub-rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia,* the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot papers as received and the report generated from the e-voting website of Karvy and based on such reports,

a. 74 members have cast their votes through remote e-voting.

b. 30 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

Parameshwar G. Bhat . Company Secretary
ACS - 25167
CP -11004
Bangalore

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Board's Report and Auditors' Report thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Parameshwar G. Bhat . Company Secretary
ACS - 25167
CP -11004
Bangalore

Item No. 2: To appoint a Director in place of Mr. Vishwamurthy Phalanetra who retires by rotation and is eligible for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Item No. 3: Appointment of Messrs Ishwar & Gopal, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	74	47468467	6	1440840	80	48909307	100.00
Dissent	Nil	NA	Nil	NA	Nil	NA	NA

Parameshwar G. Bhat, Company Secretary
ACS - 25167
CP -11004
Bangalore

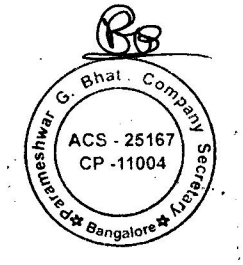
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

SPECIAL BUSINESS:

Item No. 4: Appointment of Ms. Preethi Javali as a Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA



Item No.5: Appointment of Mr. P.E. Krishnan as an Independent Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Item No.6: Disinvestment by the Company as per Companies Act, 2013 and Clause 49 of the Listing Agreement:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	74	47468467	6	1440840	80	48909307	100.00
Dissent	Nil	NA	Nil	NA	Nil	NA	NA
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Parameshwar G. Bhat . Company Secretary
ACS - 25167
CP -11004
Bangalore

Based on the foregoing, the resolutions numbered from 1 to 6 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely

Parameshwar G Bhat
Practising Company Secretary
Membership No: 25167
C.P. No: 11004

Date: 1st October, 2015

Witnesses:

1. Mr. Ganesh Hegde

2. Mr. Ganapati Hegde